

BILL OF SALE

The First National Bank of Chicago  
as Trustee under Equipment Trust Agreement  
Dated as of April 15, 1985 (Series P-4)  
to  
Union Tank Car Company

INTERSTATE COMMERCE COMMISSION  
DEC 21 1988 4.05 PM  
14647-8  
RECORDATION NO. Filed 1425

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago ("Trustee"), as trustee under that certain Equipment Trust Agreement dated as of April 15, 1985 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of this 8th day of December, 1988.

The First National Bank of Chicago


By:

  
R. D. Manella

Vice President

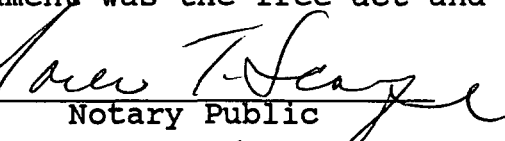
(CORPORATE SEAL)

ATTEST: JANICE OTT ROTUNNO

  
Its Trust Officer

STATE OF Illinois )  
COUNTY OF Cook ) SS

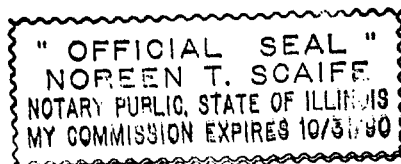
On this 8th day of December, 1988, before me, a Notary Public in and for said County, personally appeared R. D. Manella and JANICE OTT ROTUNNO to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

  
Notary Public  
**Noreen T. Scaife**

My Commission Expires:

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2044a



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
 FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 11/17/88  
 PAGE NO : 1

PROGRAM ACT61027

CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
95	LOC	5,800	UTCX58050-UTCX58089,UTCX58215-UTCX58216, UTCX58218-UTCX58248,UTCX58555-UTCX58576
95 TOTAL			
95 TOTAL			